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December 27, 2006

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RECORDATION NO. 18859-56 FILED

DEC 28 '06 -8 20 AM

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

SURFACE TRANSPORTATION BOARD

Re: Refinancing of SPT 1994-C Union Pacific Railroad Company
Leveraged Lease Financing of Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Amended and Restated Equipment Description (SPT 1994-C), dated as of January 2, 2007, between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), not in its individual capacity but solely as owner trustee of the SPT 1994-C Trust, as lessor (the "Lessor"), and Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), as lessee (the "Lessee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C) dated as of June 29, 1994 between the Lessee and the Lessor which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1994 at 2:25 P.M. under recordation number 18859.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179
Lessor:	U.S. Bank National Association 225 Asylum Street, 23rd Floor Hartford, Connecticut 06103 Attention: Corporate Trust Services (SPT 1994-C)

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 112 Remanufactured SD40M-2 Locomotives

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bearing the reporting marks within the series (i) SP 8576 through SP 8681 and (ii) UP 2650 through UP 2782, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Amended and Restated Equipment Description (SPT 1994-C).

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR:pka
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Remanufactured SD40M-2 Locomotives	24	UP 2650 - 2651 UP 2661 UP 2663 - 2665 UP 2683 UP 2703 UP 2705 - 2714 SP 8576 - 8578 SP 8584 SP 8586 SP 8628
Remanufactured SD40M-2 Locomotives	45	UP 2657 UP 2659 UP 2666 - 2682 UP 2715 - 2726 UP 2728 - 2730 UP 2732 - 2734 UP 2736 - 2738 UP 2746 SP 8579 - 8580 SP 8655 SP 8664
Remanufactured SD40M-2 Locomotives	1	UP 2735
Remanufactured SD40M-2 Locomotives	42	UP 2684 - 2688 UP 2690 - 2692 UP 2739 UP 2741 UP 2743 - 2745 UP 2747 - 2749 UP 2751 - 2756 UP 2758 - 2764 UP 2773 - 2779 UP 2781 - 2782

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SP 8613
SP 8666
SP 8674
SP 8681

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MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION
(SPT 1994-C)

SURFACE TRANSPORTATION BOARD

Memorandum of Amended and Restated Equipment Description (SPT 1994-C) effective as of January 2, 2007, by and between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the SPT 1994-C Trust, as Lessor ("*Lessor*"), and Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

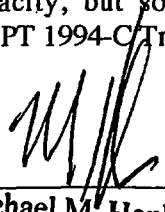
1. The undersigned have entered into an Equipment Lease Agreement (SPTC Trust No. 1994-2) (Redesignated SPT 1994-C) dated as of June 29, 1994 (as amended, supplemented and modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 29, 1994 at 2:25 P.M. under recordation number 18859 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1994-C Trust

By 
Name: Michael M. Hopkins
Title: Vice President

Executed on this 19th day of December, 2006.

UNION PACIFIC RAILROAD COMPANY

By _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this ____ day of December, 2006.

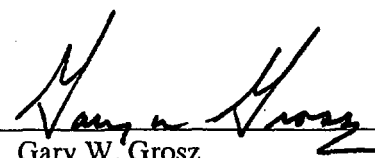
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1994-C Trust

By _____
Name:
Title:

Executed on this ____ day of December, 2006.

UNION PACIFIC RAILROAD COMPANY

By  _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this 19th day of December, 2006.

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the 19 day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 19, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name: _____
Notary Public
My Commission Expires: _____
Residing in Connecticut

(SEAL)

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS.:

On this, the ____ day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December ____, 2006, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the _____ day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December ___, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF NEBRASKA)
) SS.:
COUNTY OF DOUGLAS)

On this, the 19th day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December 19, 2006, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman
Name: Pam Neuman
Notary Public
My Commission Expires: 12-15-2010
Residing in Omaha, NE

(SEAL)

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Remanufactured SD40M-2 Locomotives	24	UP 2650 - 2651 UP 2661 UP 2663 - 2665 UP 2683 UP 2703 UP 2705 - 2714 SP 8576 - 8578 SP 8584 SP 8586 SP 8628
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SP 8613
SP 8666
SP 8674
SP 8681

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/28/06



Robert W. Alvord